

**EXHIBIT 13 TO
KAHN DECLARATION IN
SUPPORT OF PLAINTIFFS'
SUPPLEMENTAL MOTION FOR
CLASS CERTIFICATION
[ECF NO. 446]
REDACTED VERSION**

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE)
ANTITRUST LITIGATION)
) No. 11-CV-2509-LHK

THIS DOCUMENT RELATES TO:)
ALL ACTIONS.)

_____)

CONFIDENTIAL - ATTORNEYS' EYES ONLY

VIDEO DEPOSITION OF BOB MANSFIELD

April 11, 2013

REPORTED BY: GINA V. CARBONE, CSR NO. 8249, RPR, CCRR

09:39:37 1 the early 2008 time frame. I joined -- I joined our
09:39:54 2 executive team after I took over the Macintosh
09:39:57 3 responsibility, but not as a full eteam member. That
09:40:02 4 happened in 2005. And I believe it was early 2008 when
09:40:06 5 I became a full eteam member and I became a section 16
09:40:11 6 officer after that. Shortly after that.

09:40:15 7 Q. Have you had responsibility for making
09:40:20 8 compensation decisions with respect to people that
09:40:23 9 reported to you within your organization during this
09:40:27 10 period of time you've been at Apple?

09:40:30 11 A. Yes. I'm responsible for administering our --
09:40:36 12 our compensation programs. We do -- we have a process
09:40:44 13 at Apple called a focal process, which is done once
09:40:49 14 yearly. Out of that process, we rank our employees,
09:40:58 15 assess their performance on their jobs, and figure out
09:41:06 16 when the comp -- when the next compensation cycle comes,
09:41:11 17 how we will apportion our base salaries, our bonuses,
09:41:16 18 our stock plans that we administer for those employees
09:41:20 19 against -- against that process we call focal.

09:41:25 20 Q. Thinking about that process, what information
09:41:28 21 do you get from the -- from the company? From the HR
09:41:33 22 department or the compensation department, either, you
09:41:35 23 know, in terms of manuals or systems that helps you
09:41:40 24 perform that function?

09:41:42 25 A. Well, there is several things that are

09:41:43 1 provided. Apple is a merit-based pay company, and so
09:41:54 2 there are definitions of -- well, I should call them
09:41:59 3 both definitions and guidelines for how we would assess
09:42:02 4 people's performance. The kinds of things that our
09:42:08 5 management team believes are important, sort of metrics
09:42:11 6 for performance. Amongst those are things like the
09:42:14 7 results that an individual achieves.

09:42:19 8 The -- certain kinds of things that are more
09:42:22 9 about how they achieve results. Things like their
09:42:25 10 teamwork, their ability to work with others. You know,
09:42:31 11 there is specialized expertise, getting their work done
09:42:39 12 on time. Things like this.

09:42:41 13 So there are some guidelines that are provided
09:42:43 14 by our HR group that sort of spell that out. When you
09:42:48 15 move -- so for -- that's what we use for the focal
09:42:52 16 process.

09:42:52 17 And then when we get into the compensation part
09:42:56 18 of the process, there are some things that come from our
09:43:03 19 HR group and our finance group that give us sort of
09:43:07 20 guidelines to work with.

09:43:12 21 For instance, what comes from our finance group
09:43:15 22 is a budget guideline. What comes from our HR group
09:43:18 23 is -- are some guidelines based on the levels of people.
09:43:23 24 Sort of ranges of salaries that they consider sort of
09:43:29 25 the appropriate ranges for those -- you know, for those

09:47:53 1 I do see data that shows -- that shows those
09:47:57 2 percentages.

09:48:07 3 Q. Does that take the form of some kind of report
09:48:10 4 that's run on the compensation or HR application --
09:48:17 5 electronic application that's provided to you or do you
09:48:19 6 get pieces of paper? I mean, how do you see that?

09:48:22 7 A. Well, let me first say I'm not very familiar
09:48:24 8 with Apple's HR systems.

09:48:27 9 Q. Right.

09:48:27 10 A. The things that I see mostly come to me in the
09:48:29 11 form of what looks like an Excel spreadsheet on a piece
09:48:33 12 of paper.

09:48:34 13 Q. Fair enough. And to the best of your
09:48:36 14 recollection, who prepares that? Is that someone in the
09:48:39 15 HR department?

09:48:41 16 A. Yes. I have a person who directly supports me
09:48:45 17 in my organization that I pretty much work with
09:48:49 18 exclusively in our HR group to get those bits of data.

09:48:54 19 Q. Okay. Now, you also talked about other pieces
09:48:59 20 of information that come from I think you said finance.
09:49:05 21 You mentioned that you also receive information that
09:49:07 22 takes the form of budget guidelines.

09:49:10 23 A. Yes, that's correct.

09:49:11 24 Q. And what did you mean by that?

09:49:13 25 A. Well, just -- let's use the example of base

09:49:18 1 salary. So in our -- [REDACTED]
09:49:25 2 [REDACTED] --
09:49:30 3 [REDACTED]
09:49:37 4 [REDACTED]
09:49:41 5 [REDACTED] [REDACTED].
09:49:47 6 [REDACTED]
09:49:49 7 [REDACTED]
09:49:55 8 [REDACTED]
09:49:58 9 [REDACTED] [REDACTED]
09:50:06 10 [REDACTED]
09:50:08 11 [REDACTED].

09:50:09 12 Q. And that comes to you from someone in the
09:50:11 13 finance department?

09:50:17 14 A. I should be careful saying that. I think it
09:50:20 15 either comes from finance or HR. But it's basically a
09:50:23 16 financial number.

09:50:25 17 Q. And how do you receive it? I mean, do you
09:50:27 18 access it in some kind of electronic application or is
09:50:31 19 it another Excel spreadsheet that someone hands to you?

09:50:34 20 A. Well, I think that specific number is just
09:50:36 21 given to me as, you know, maybe even an email that says
09:50:43 22 the budget that you are starting to work with is this
09:50:45 23 number.

09:50:48 24 Q. So how many people report -- well, prior to the
09:50:52 25 time you announced your retirement, let's just use that,

1 I, Gina V. Carbone, Certified Shorthand
2 Reporter licensed in the State of California, License
3 No. 8249, hereby certify that the deponent was by me
4 first duly sworn and the foregoing testimony was
5 reported by me and was thereafter transcribed with
6 computer-aided transcription; that the foregoing is a
7 full, complete, and true record of said proceedings.

8 I further certify that I am not of counsel or
9 attorney for either of any of the parties in the
10 foregoing proceeding and caption named or in any way
11 interested in the outcome of the cause in said caption.

12 The dismantling, unsealing, or unbinding of
13 the original transcript will render the reporter's
14 certificates null and void.

15 In witness whereof, I have hereunto set my
16 hand this day: April 23, 2013.

17 _____ Reading and Signing was requested.

18 _____ Reading and Signing was waived.

19 ___X___ Reading and signing was not requested.

20

21

22

23

GINA V. CARBONE

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CSR 8249, CRR, CCRR

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In Re: High-Tech Employee Antitrust Litigation

United States District Court, Northern District of California – San Jose Division
Case No. 11-CV-2509-LHK

Deposition Errata Sheet

Bob Mansfield**April 11, 2013**

Deposition Page #	Line #	Currently Reads	Change To Read As	Reason for Change
18	6	"...memory and IO..."	"...memory and I/O..."	Transcription error
24	20-21	"Tim Cook and I believe Steve decided ..."	"Tim Cook and -- I believe -- Steve decided ..."	Clarification
31	14-15	"When you move -- so for -- that's what we use..."	"That's what we use..."	Clarification
33	12	"satisfactory performance or exceeds performance..."	"satisfactory performance or exceeds expectations..."	Clarification
42	18-19	"So I'm not really familiar with Merlin having used it."	"So I'm not really familiar with Merlin, not having used it."	Clarification
43	6-9	"But as -- in my line management, we don't -- I don't, and I don't think my managers use anything about Merlin as -- or really for anything."	"I and my managers don't use Merlin to input these results."	Clarification
51	23-24	"To what degree would Apple take -- would Apple people take Apple knowhow away..."	"To what degree would Apple people take Apple knowhow away..."	Clarification
67	18-19	"...triggered me to learn the list."	"...triggered me to learn of the list."	Clarification
74	17	"...so that's in the 1999, so early 2005 time frame,"	"...so that's in the 1999 to early 2005 time frame,"	Transcription error
97	11	"Lenny Deburkehead"	"Lanita Burkhead"	Transcription error
106	7	"Bertran Serlet"	"Bertrand Serlet"	Transcription error
110	1	"So I think I took it at..."	"So I think I took it as..."	Transcription error
113	13	"...wouldn't be jeopardized by"	"...would be jeopardized by"	Clarification
137	22	"Victor Yen (phonetic)"	"Victor Yin"	Transcription error
142	9	"Scott Forestall"	"Scott Forstall"	Transcription error
172	16	"...the word what."	"...the word want."	Transcription error

196	13	"...Dwight Dierks (phonetic)."	"...Dwight Diercks."	Transcription error
197	9	"I know of no one recruiting to ..."	"I know of no one recruited to..."	Transcription error, changed to accurately reflect exhibit
198	17	"...Dwight Dierks."	"...Dwight Diercks."	Transcription error
212	19-20	"...we need to consider these folks..."	"...we need these folks..."	Transcription error, changed to accurately reflect exhibit
213	20-21	"there were people who -- Intel people -- well, I should say current Intel employees..."	"there were current Intel employees..."	Clarification
246	7-8	"...people, or we just said anything we should make -- we should make the list."	"...people -- we just said we should make the list."	Clarification
253	2	"I don't recall having the discussion with her,"	"I don't recall having such a discussion with her,"	Clarification

Dated: June 6, 2013

Bob Mansfield

Name of case: *In re: High-Tech Employee Antitrust Litigation*
Case No. 11-CV-2509-LHK (N.D. Cal.)

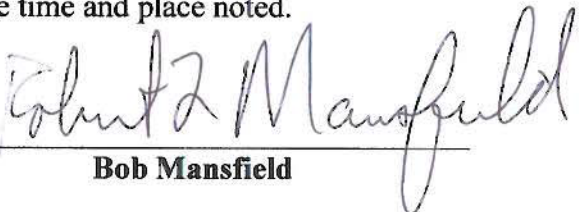
Date of deposition: April 11, 2013

Name of witness: **Bob Mansfield**

DECLARATION UNDER PENALTY OF PERJURY

I hereby certify that I read the foregoing deposition, and that the transcription together with any corrections noted on the Deposition Errata Sheet hereof, with the understanding that I offer these changes as if still under oath, is a true and accurate record of my testimony given at the time and place noted.

Signed on the 6th day of June, 2013.


Bob Mansfield